

## ARTICLES OF MERGER Merger Sheet

**MERGING:** 

R & S DEVELOPERS, INC., a Virginia corporation not authorized to transact business in Florida

## INTO

LAKE BRYAN, INC., a Florida corporation, H85662

File date: August 22, 1997

Corporate Specialist: Annette Hogan



## FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 25, 1997

CT Corporation System 660 East Jefferson St. Tallahassee, FL 32301

SUBJECT: LAKE BRYAN, INC. Ref. Number: H85662

DEP/ DEP/ DEP/

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We have received your document for LAKE BRYAN, INC. and check(s) totaling \$280.00. However, your check(s) and document are being returned for the following:

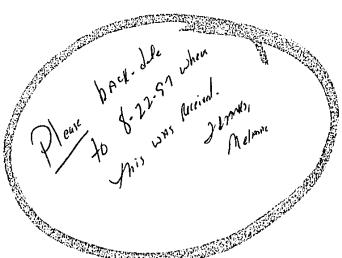
For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan Corporate Specialist

Letter Number: 797A00042656

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## ARTICLES OF MERGER

OF

SECRIFICATION & 16 R & S DEVELOPERS, INC., a Virginia corporation

INTO

LAKE BRYAN, INC., a Florida corporation

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger.

FIRST: The names of the corporations proposing to merge and states of incorporation under the laws of which such corporations are organized as follows:

> R & S Developers, Inc., a Virginia corporation Lake Bryan, Inc., a Florida corporation

SECOND: The laws of the state under such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The foreign corporation complies with Section 607.1105 F.S. (as set forth below) if it is the surviving corporation of the merger; and each domestic corporation complies with the applicable provisions of Sections 607.1101-607.1104 F.S. and, if it is the surviving corporation of the merger, with Section 607.1105 F.S. (as set forth below).

FOURTH: The Plan of merger is as follows:

- a. R & S Developers, Inc. (the "Merging Corporation") shall be merged with and into Lake Bryan, Inc. (the "Surviving Corporation"). The Surviving Corporation shall continue its corporate existence under the laws of the State of Florida. The name of the Surviving Corporation shall continue to be "Lake Bryan, Inc."
- b. The Certificate of Incorporation of the Surviving Corporation shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

- . c. Each share of common stock of the Surviving Corporation, which shall be issued and outstanding on the effective date of the Merger, shall remain issued and outstanding.
- d. Each share of common stock of the Merging Corporation, which shall be issued and outstanding on the effective date of the Merger, and all rights in respect thereto shall be canceled and no share of the Surviving Corporation shall be issued in exchange therefor.
- e. Upon the Merger becoming effective, all the property, rights, privileges, franchisees, patents, trademarks, licensees, registrations and other assets of every kind and description of the Merging Corporation shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merging Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merging Corporation respectively.
- f. The Merging Corporation shall from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the Merging Corporation acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merging Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merging Corporation or otherwise to take any and all such action.

FIFTH: The effective date of the Certificate of Merger shall be the 15th day of August, 1997.

SIXTH: The plan of merger was adopted by written consent of the shareholder and Board of Directors of R & S Developers, Inc. on August 15, 1997 and was adopted by written consent of the shareholder and Board of Directors of Lake Bryan, Inc. on August 15,1997.

IN WITNESS WHEREOF, Lake Bryan, Inc. has executed this Certificate of Merger on this 15<sup>th</sup> day of August, 1997.

LAKE BRYAN, INC. and R & S DEVELOPERS, INC.

Thomas Katheder

Vice President and Assistant Secretary